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August 16, 2010

VIA HAND DELIVERY

Jeff DeRouen
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40601

RECEIVED

AUG 16 2010

PUBLIC SERVICE
COMMISSION

RE: The Application of PPL Corporation, E.ON AG, E.ON US Investments Corp., E.ON U.S. LLC, Louisville Gas and Electric Company and Kentucky Utilities Company for Approval of an Acquisition of Ownership and Control of Utilities
Case No. 2010-00204

Dear Mr. DeRouen:

Enclosed please find, for filing, the original and twelve copies of the Data Requests of PPL Corporation, E.ON AG, E.ON US Investments Corp., E.ON U.S. LLC, Louisville Gas and Electric Company and Kentucky Utilities Company propounded to the Kentucky Industrial Utility Customers, Inc. in the above-referenced matter. Please confirm your receipt of this filing by placing the stamp of your Office with the date received on the enclosed additional copies and return them to me in the enclosed self-addressed stamped envelope.

Should you have any questions please contact me at your convenience

Yours very truly,

Kendrick R. Riggs

KRR:ec
Enclosures
cc: Parties of Record

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COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

JOINT APPLICATION OF PPL CORPORATION,)	
E.ON AG, E.ON US INVESTMENTS CORP.,)	
E.ON U.S. LLC, LOUISVILLE GAS AND ELECTRIC)	CASE NO.
COMPANY AND KENTUCKY UTILITIES)	2010-00204
COMPANY FOR APPROVAL OF AN ACQUISITION))	
OF OWNERSHIP AND CONTROL OF UTILITIES)	

DATA REQUESTS OF
PPL CORPORATION, E.ON AG, E.ON US INVESTMENTS CORP.,
E.ON U.S. LLC, LOUISVILLE GAS AND ELECTRIC COMPANY
AND KENTUCKY UTILITIES COMPANY
PROPOUNDED TO KENTUCKY INDUSTRIAL UTILITY CUSTOMERS, INC.

PPL Corporation (“PPL”), E.ON AG (“E.ON”), E.ON US Investments Corp. (“E.ON US Investments”), E.ON U.S. LLC (“E.ON U.S.”), Louisville Gas and Electric Company (“LG&E”) and Kentucky Utilities Company (“KU”) respectfully submit the following data requests to Kentucky Industrial Utility Customers, Inc. (“KIUC”), to be answered by the date specified in the procedural schedule ordered by the Kentucky Public Service Commission (“Commission”) in this matter.

Instructions

1. As used herein, “Documents” include all correspondence, memoranda, notes, e-mail, maps, drawings, surveys or other written or recorded materials, whether external or internal, of every kind or description in the possession of, or accessible to, KIUC, its witness, or its counsel.
2. Please identify by name, title, position, and responsibility the person or persons answering each of these data requests.

3. These requests shall be deemed continuing so as to require further and supplemental responses if KIUC receives or generates additional information within the scope of these requests between the time of the response and the time of any hearing conducted herein.

4. To the extent that the specific document, work-paper, or information as requested does not exist, but a similar document, work-paper, or information does exist, provide the similar document, work-paper, or information.

5. To the extent that any request may be answered by a computer printout, spreadsheet, or other form of electronic media, please identify each variable contained in the document or file that would not be self-evident to a person not familiar with the document or file.

6. If KIUC objects to any request on the ground that the requested information is proprietary in nature, or for any other reason, please notify the undersigned counsel as soon as possible.

7. For any document withheld on the ground of privilege, state the following: date; author; addressee; indicated or blind copies; all persons to whom distributed, shown or explained; and the nature and legal basis for the privilege asserted.

8. In the event any document requested has been destroyed or transferred beyond the control of KIUC, its counsel, or its witness, state: the identity of the person by whom it was destroyed or transferred and the person authorizing the destruction or transfer; the time, place and method of destruction or transfer; and the reason(s) for its destruction or transfer. If such a document was destroyed or transferred by reason of a document retention policy, describe in detail the document retention policy.

9. If a document responsive to a request is a matter of public record, please produce a copy of the document rather than a reference to the record where the document is located.

Data Requests

1. The Direct Testimony of Lane Kollen on behalf of KIUC states that the Commission should address the question of potential savings achieved through merger synergies before, rather than after, the acquisition is consummated because the Commission's "authority" to address those savings may be "limited" after the acquisition. Explain how the Commission's existing rate authority will, or can be, be limited by the acquisition.

2. Please describe with specificity the ways in which KIUC and Mr. Kollen believe that any significant cost savings will be achieved as a result of the acquisition, when LG&E and KU will continue to operate just as they do today after the acquisition is consummated; when the electrical systems of LG&E and KU are separated from the electrical systems of PPL Corporation's subsidiaries by the state of West Virginia; when PPL Corporation has committed in this proceeding to retaining the LG&E and KU local headquarters, local management and existing service levels; and when PPL Corporation has stated in response to the PSC Supplemental Data Request No. 6(a) that while the 54 Regulatory Commitments will provide substantial benefits to LG&E's and KU's customers, employees, communities, local and state government, and other stakeholders, the provision of these benefits will in many instances preclude or limit PPL's ability to reduce or avoid costs through traditional acquisition synergies.

3. Please explain why KIUC and Mr. Kollen believe that the ratepayers of LG&E and KU are not protected from risks and costs resulting from the proposed transaction by the Applicants' commitment that those ratepayers will not be responsible, directly or indirectly, for the costs of the proposed transaction under the same commitments that have previously protected ratepayers for years from the risks and costs of three previous transactions.

4. The Direct Testimony of Lane Kollen on behalf of KIUC recommends that the Commission establish a five-year "Acquisition Savings Sharing Deferral" for KU and LG&E

after the acquisition. Please state whether Mr. Kollen has recommended, opposed or otherwise commented on such a deferral mechanism before any other regulatory body and, if so:

- (a) Identify by case number, case name, and regulatory body the proceeding in which the deferral mechanism was recommended, opposed, or otherwise commented upon;
- (b) Provide the portion of Mr. Kollen's testimony in the record of each proceeding that contains such recommendation, opposition, or comment;
- (c) State whether or not the acquisition savings deferral mechanism was adopted in each such proceeding;
- (d) For each change of control proceeding in which Mr. Kollen advocated the acquisition savings deferral plan he recommends here, attach the portion(s) of the Order or written record of decision in which the regulatory body discussed and/or rendered its decision on whether to adopt the acquisition savings sharing deferral plan;
- (e) If any regulatory body has, in response to Mr. Kollen's advocacy, adopted the Acquisition Savings Sharing Deferral mechanism recommended by Mr. Kollen in this case, describe in detail the modifications, if any, the regulatory body made to the mechanism.

5. Please state whether Mr. Kollen believes that the Acquisition Savings Sharing Deferral recommended in his testimony could also reflect the financial results of LG&E's or KU's sales related to weather, margins from off-system sales, increase in consumption due to the economy, changes in depreciation rates or other variables unrelated to any potential savings resulting from the acquisition.

6. Please state whether Mr. Kollen believes the Acquisition Savings Sharing Deferral recommended in his testimony will, if adopted by the Commission, reflect all changes in revenues, expense and capital costs following the consummation of the acquisition without regard to whether such changes are caused by or the result of the PPL acquisition.

7. Please state why Mr. Kollen believes that the “excess earnings represent a reasonable proxy for the net savings actually achieved” under the Acquisition Savings Sharing Deferral recommended in his testimony when a utility’s earnings are also impacted by weather, off-system sales, changes in the economy or efficiency initiatives that are ongoing prior to the PPL acquisition and will continue thereafter or can be achieved independent of the PPL acquisition.

8. At page 17 of his testimony, Mr. Kollen states that the KIUC proposal “is patterned on prior Commission precedent.” Please specifically identify the Commission precedent referenced in this portion of Mr. Kollen’s testimony.

9. Has Mr. Kollen ever opposed the use a regulatory liability for any reason? Is so, please state the proceeding by name, case number and jurisdiction and provide a complete copy of any testimony or other evidence submitted by Mr. Kollen in opposition to the use of a regulatory liability.

10. At page 7 of his testimony, Mr. Kollen references “risks imposed by the transaction” and “the potential costs of those risks.”

- (a) Please provide a complete listing of all “risks imposed by the transaction” that Mr. Kollen is referencing.
- (b) For each risk identified in part a, please identify all potential cost for each potential risk.

Dated: August 16, 2010

Respectfully submitted,

By: Richard Northern
Richard Northern *w/ permission KLR*

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Louisville Gas and Electric Company and
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CERTIFICATE OF SERVICE

I hereby certify that a true and accurate copy of the foregoing Data Requests was served upon the following individuals by first class United States mail, postage prepaid, on the 16th day of August 2010:

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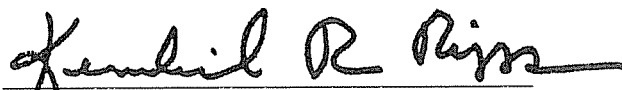
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